

# EXHIBIT CC



## Position Profile

**Job Title:** General Counsel and Chief Compliance Officer

**Reports To:** President MCHA

### **Summary:**

Reporting to the President of Mitsubishi Chemical Holdings America, the General Counsel and Chief Compliance Officer ("General Counsel") has overall responsibility for the compliance and legal functions in the Americas. The General Counsel is responsible for diverse substantive areas of the law and managing multiple, complex issues over various business groups. The General Counsel is expected to be business-oriented and provide business solutions and strategies within the context of giving legal and compliance guidance and advice.

### **Key Responsibilities:**

- Serving as a proactive advisor on legal matters affecting MCHC and its Affiliates;
- Working closely with his or her counterparts in Japan, Europe and the United States to resolve legal issues;
- Monitoring corporate governance;
- Drafting, structuring and reviewing commercial agreements;
- Playing a key role in the review and negotiation of corporate transactions including acquisitions and strategic transactions;
- Advising on such matters as regulatory compliance, international trade, bribery and corruption, privacy, competition laws and ethics;
- Evaluating pre-litigation issues to minimize risks; overseeing litigation; advising management on litigation strategy;
- Advising on intellectual property issues;
- Selecting, managing and evaluating outside counsel;
- Maintaining, overseeing and updating the MCHA Compliance and Ethics Program;
- Providing training to management and employees of Affiliates;
- Interacting with other functions at MCHC and the Affiliates, including Internal Audit, Human Resources, Intellectual Property and Information Technology; and
- Instilling confidence and fostering an atmosphere of trust and respect among the Affiliates.

### **Experience and Qualifications**

The General Counsel must be a highly competent and business savvy legal professional with a minimum of 15 years of legal experience in-house and/or in an international law firm, dealing with a broad range of issues, and possess the following skills and qualities:

- Proficiency in business operations, legal advice and cost control;
- Superior analytical, drafting, problem-solving, risk mitigation and negotiation skills;
- Transactional experience;
- Ability to work effectively with governmental and regulatory agencies;
- Strong interpersonal skills and emotional intelligence;
- Exceptional oral and written communications;
- Excellent organizational skills with a high level of attention to detail and accuracy;
- Multicultural competence;
- Excellent judgment and leadership skills;
- Ability to work independently, reach out for assistance when needed, manage various tasks, and balance competing priorities;
- Ability to collaborate effectively with business people and outside counsel;
- Highest ethical standards and professional integrity; and
- Serious work ethic.

Expertise in commercial transactions, regulatory compliance, M&A, employment law, corporate governance, antitrust and compliance is desired. Cross-border experience is a must.